

**COMMONWEALTH OF VIRGINIA  
STATE CORPORATION COMMISSION  
ARTICLES OF INCORPORATION  
VIRGINIA NONSTOCK CORPORATION**

The undersigned, pursuant to Chapter 10 of Title 13.1 of the Code of Virginia, state(s) as follows:

The name of the corporation is

Ivy Hill Cemetery Historical Preservation Society

2. The corporation is to have no members.
3. The purpose for which the corporation is organized is to engage in such exclusively charitable and educational activities as shall qualify it for exemption from taxation under section 501 (a) of the Internal Revenue Code of 1986, as amended, (hereinafter the "Code") or any successor section or statute of similar import, as an organization described in section 501 (c) (3) of the Code. In furtherance, but not in limitation of the foregoing charitable and educational purposes, the Corporation shall undertake projects that enhance the enjoyment and use of Ivy Hill Cemetery Company of Alexandria, Alexandria, Virginia (hereinafter called the "Cemetery") by the general public, including without limitation:
  - a. The protection, restoration and preservation of monuments and other structures at the Cemetery that are significant from the historical, architectural or aesthetic point of view.
  - b. Educational and cultural program, including lectures and tours.
  - c. The protection, conservation or cultivation of trees or other flora on the grounds of the Cemetery.
  - d. The protection or conservation of birds or other fauna on the grounds of the Cemetery.

Said corporation is organized exclusively for charitable, religious, educational, scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c)(3) of the Code, or the corresponding section of any future federal tax code.

Should this organization dissolve, its assets must be distributed for an exempt purpose described in section 501 (c) (3) of Code or the corresponding section of any future federal tax code, or to the federal government or to a state

or local government for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article. No substantial part of the activities the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt under section 501 (c)(3) of the Code, or the corresponding section of any future federal tax code or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

3. The directors of the corporation shall be elected or appointed as follows:

The directors shall elect new or replacement directors.

4. A. The name of the corporation's initial registered agent is

Gordon Peyton

B. The initial registered agent is an individual who is a resident of Virginia and a member of the Virginia State Bar.

5. A. The corporation's initial registered office address, including the street and number, if any, which is identical to the business office of the initial registered agent, is

Redmon, Peyton & Braswell  
510 King St.  
Suite 301  
Alexandria, Va 22314

- B. The registered office is physically located in the city of Alexandria, Virginia.  
6. The initial directors are (see instructions):

NAME(S)	ADDRESS(ES)
Arthur H. Bryant, Jr.	102 E. Main Street Orange, VA 22960
Gant Redmon	510 King St. Suite 301 Alexandria, Va 22314
Laurie Blackburn, CFP	McLaughlin Investments, LLC 1421 Prince Street, Suite 340 Alexandria, VA 22314
Laurence O'Reilly	915 S. 16th St. Arlington, Va. 22202
Steven E. Wooddell	5517 Vine Street Alexandria, Virginia 22310

**7. INCORPORATOR(S):**

\_\_\_\_\_ Gant Redmon

SIGNATURE(S)

PRINTED NAME(S)

Telephone number (optional): 703. 684 2000